FEB - 6 2004

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FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated aven	age burden
hours per respo	

SEC US	E ONLY
Prefix	Serial
DATE R	ECEIVED
- 1	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Series C Preferred Stock & Warrant Offering (formerly, Series C Preferred Stock Offe	ring)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing Amendment	1000 HER 1810 HER HALL HER
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	04007095
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	0400,033
Biomorphic VLSI, Inc./CA	
Address of Executive Offices 1288 LYNNMERE DR, THOUSAND OAKS CA	Telephone Number (including Area Code) 805 - 443 - 4985
Address of Principal Business Operations (Number and Street, City. State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	· 医精制的 (内容) (1) (2) (4)
Brief Description of Business	
그림 그렇게 되었다. 불통에 끝을 만하셨다. 그는 자리를 살아 들을 했다. 살아왔다	A PARTY
Type of Business Organization	PROCESSED
	please specify):
business trust imited partnership, to be formed	FEB 0 9 2004
Month Year	
	imated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	i de sinancial
	1.00
GENERAL INSTRUCTIONS	
Federal:	Gardina 4/0 17 CPD 220 F01 -4 15 V 0 C
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D o	r Section 4(0), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopics of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9



				BASIC ID	ENTII	FICATION DATA				
2. Enter the information r	equest	ed for the f	ollowin	g:						
 Each promoter of the 	issuc	r, if the iss	uer has	been organized wi	ithin t	ne past five years,				
 Each beneficial owner 	r havin	g the powe	r to vot	e or dispose, or dire	ct the v	ote or disposition o	f, 10%	or more of	a class	of equity securities of the issuer.
Each executive office			-		orpora	te general and man	aging p	partners of	partner	ship issuers; and
Each general and ma	magin	g partner o	f partn	ership issuers.						
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	indivi	idual)			: 1"	7 -11 1 353 354				
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Business or Residence Addr	ess (IV	umber and	Street,	City, State, Zip Coc	1e)					Bern Communication of the State
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Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
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				B.	INFORM/	TION ABO	OUT OFFEI	RING				
I . Has the	issuer so	ld, or does	the issuer	intend to s	sell, to non	-accredite	d investors	in this off	ering?	***************************************	Yes	No
I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										U	il	
What is the minimum investment that will be accepted from any individual?										S	• • • •	
						-					Yes	No
			int owners									
commission of states	sion or sin on to be li , list the n	nilar remur sted is an a ame of the	ested for ea neration for associated p broker or d set forth the	solicitation erson or ag lealer. It me	n of purcha gent of a br ore than fiv	sers in con oker or des re (5) perso	nection with the register ons to be list	h sales of s ed with the ted are asso	ecurities in SEC and/	n the offeri or with a s	ng. tate	
Full Name	(Last nam	e first, if ir	ndividual)			·			~ ~~~~			
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Name of A	ssociated		Dealer				<u> </u>	<u></u>	<u></u>		37.3	<u> </u>
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Name of A	ssociated	Broker or	Dealer						16			* **
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OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity [Series C Preferred Stock]		\$ 4,664,343.80*
☐ Common 🔀 Preferred		
Convertible Securities (including warrants) 123,246,726 warrants to	\$ 0.00	\$ 0.00
Partnership Interests purchase Series C Preferred Stock at an exercise Other (Specify	\$	\$
Total Total		<u>s</u>
Answer also in Appendix, Column 3. if filing under ULOE.	3	3
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is *'none" or "zero."	•	Aa -
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.	6	\$ 352,201.60**
Non-accredited Investors	18	\$ 183,737.00***
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
i. If this filing is for an offering under Rule 504 or 505. enter the information requested for all securities sold by the issuer, to date. in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.	3	
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		S
Regulation A	m major tablica	\$
Rule 504		S
Total		\$
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		S
Printing and Engraving Costs		\$ <u></u>
Legal Fees.		\$_120,000.00
Accounting Fees		S
Engineering Fees		s
Sales Commissions (specify finders' fees separately)		S
Other Expenses (identify) phone / fax		\$ 200.00
Total		S 120,200.00

- Comprised of \$4,128,405.20 sold to foreign investors pursuant to Regulation S and \$535,938.60 sold to U.S. investors pursuant to Regulation D, Rule 506
- includes 2,261,010 warrants for the future purchase of Series C Preferred Stock at an exercise price of \$.20 per share
- *** Includes 1,043,690 warrants for the future purchase4oF9Series C Preferred Stock at an exercise price of \$.20 per share.

b. Enter the difference between the aggregate offering price given in response to Part C—Question 1 and total expenses furnished in response to Part C—Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b above. Payments to Officers. Directors, & Affiliates Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S \$3,851 Working capital Other (specify):	nts to
each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b above. Payments to Officers. Directors, & Affiliates Other (specify): Purchase of real estate. Salaries and fees. Payments to Officers. Salaries and fees. Payments to Officers. Salaries and fees. Salaries an	'S
Salaries and fees	'S
Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	38.00
Purchase of real estate	
and equipment	-
Construction or leasing of plant buildings and facilities	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S \$\frac{3}{3}.851	
Other (specify):	<u> </u>
Other (specify):	006.77
Other (specify):	,605.23
D s	
Column Totals S 5,825	,750.00
Total Payments Listed (column totals added)	
D. FEDERAL SIGNATURE	
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the fol signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of it the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	lowing s staff,
Issuer (Print or Type) Biomorphic VLSI, Inc. Signature Low Warf 1/29/2004	<u> </u>
Name of Signer (Print or Type) Title of Signer (Print or Type)	. ,
H. Taichi Wang Director	<u>.</u>

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)